

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
:
Gawker Media LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
:
Debtors. : (Jointly Administered)
:
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**DECLARATION OF JAMES DALOIA OF PRIMECLERK LLC REGARDING THE
SOLICITATION OF VOTES AND TABULATION OF BALLOTS CAST ON THE
DEBTORS' AMENDED JOINT PLAN OF LIQUIDATION FOR GAWKER MEDIA
GROUP, INC., GAWKER MEDIA LLC, AND GAWKER HUNGARY KFT.**

I, James Daloia, declare, under the penalty of perjury:

1. I am the Director of Solicitation and Disbursements at Prime Clerk LLC ("***Prime Clerk***"), located at 830 Third Avenue, 9th Floor, New York, New York 10022. I am over the age of eighteen years. I do not have a direct interest in this chapter 11 case and should be considered an impartial party. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this Declaration with respect to the solicitation of votes and the tabulation of ballots cast on the *Amended Joint Chapter 11 Plan of Liquidation for Gawker Media Group, Inc., Gawker Media LLC, and Gawker Hungary Kft*, dated November 2, 2016 [Docket No. 427, Exhibit A to Exhibit A] (as amended, supplemented, or modified from time to time, the "***Plan***")². Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of

¹ The last four digits of the taxpayer identification number of the Debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft (f/k/a Kinja Kft.) (5056). Gawker Media LLC and Gawker Media Group, Inc.'s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Gawker Hungary Kft.'s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

² All capitalized terms used by not otherwise defined herein have the meanings ascribed to them in the Plan or Disclosure Statement Order (as defined herein).

relevant documents. I am authorized to submit this Declaration on behalf of Prime Clerk. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. This Court authorized Prime Clerk's retention as (i) administrative advisor to the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") pursuant to the *Order Pursuant to 11 U.S.C. § 327(A), Fed. R. Bankr. P. 2014(A) and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Appointment of Prime Clerk LLC as Administrative Advisor for the Debtors and Debtors in Possession Nunc Pro Tunc To The Petition Date*, dated July 14, 2016 [Docket No. 99] and (ii) claims and noticing agent pursuant to the *Order Pursuant to 28 U.S.C. § 156(C), 11 U.S.C. § 503(B)(1)(A), and Local Rule 5075-1 Authorizing Retention and Appointment of Prime Clerk LLC as Claims and Noticing Agent Nunc Pro Tunc to the Petition Date*, dated July 14, 2016 [Docket No. 100] (collectively, the "**Retention Orders**"). The Retention Orders authorize Prime Clerk to assist the Debtors with, among other things, the (a) service of solicitation materials and (b) tabulation of votes cast to accept or reject the Plan. Prime Clerk and its employees have considerable experience in soliciting and tabulating votes to accept or reject Chapter 11 plans.

Service and Transmittal of Solicitation Packages and the Tabulation Process

4. Pursuant to the *Order Approving (I) the Adequacy of the Disclosure Statement, (II) Solicitation and Notice Procedures with Respect to Confirmation of the Amended Joint Chapter 11 Plan of Liquidation for Gawker Media Group, Inc., Gawker Media LLC, and Gawker Hungary Kft., (III) the Form of Ballots and Notices in Connection Therewith, and (IV) the Scheduling of Certain Dates with Respect Thereto*, dated November 4, 2016 [Docket No. 413] (the "**Disclosure Statement Order**"), the Court established procedures to solicit votes from and tabulate ballots submitted by holders entitled to vote on the Plan (the "**Solicitation Procedures**"). Prime Clerk adhered to the Solicitation Procedures outlined in the Disclosure

Statement Order and the ballots distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Prime Clerk’s employees.

5. The Solicitation Procedures established October 31, 2016 as the record date (the “***Voting Record Date***”) for determining which creditors were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation Procedures, only holders as of the Voting Record Date in the following classes were entitled to vote to accept or reject the Plan (the “***Voting Classes***”):

Plan Class	Class Description
1A	GMGI – Second Lien Make-Whole Claim
1C	GMGI – General Unsecured Claims
1D	GMGI – General Unsecured Convenience Claims
1E(ii)	GMGI – Gawker Media Intercompany Claims
1F	GMGI – Preferred Equity Interests
2A	Gawker Media – Second Lien Make-Whole Guaranty Claim
2C	Gawker Media – General Unsecured Claims
2D	Gawker Media – Punitive Damage Claims
2E	Gawker Media – General Unsecured Convenience Class
2F(i)	Gawker Media – Gawker Hungary Intercompany Claims
2G	Gawker Media – Membership Interest
3A	Gawker Hungary – Second Lien Make-Whole Guaranty Claim
3D(ii)	Gawker Hungary – Gawker Media Intercompany Claims
3E	Gawker Hungary – Membership Interest

No other classes were entitled to vote on the Plan.

6. In accordance with the Solicitation Procedures, Prime Clerk worked closely with the Debtors’ advisors to identify and classify the holders entitled to vote in the Voting Classes as of the Voting Record Date. A detailed description of Prime Clerk’s distribution of solicitation materials is set forth in Prime Clerk’s *Affidavit of Service of Solicitation Materials*, which was

filed with this Court on November 14, 2016 [Docket No. 446] and is incorporated herein by reference.

7. Further, in accordance with the Solicitation Procedures, Prime Clerk received, reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Each ballot submitted to Prime Clerk was date-stamped, scanned, assigned a ballot number, entered into Prime Clerk's voting database and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder's authorized representative), (c) returned to Prime Clerk via an approved method of delivery set forth in the Solicitation Procedures and (d) received by Prime Clerk by 5:00 p.m. (Eastern Time) on December 5, 2016 (the "***Voting Deadline***"). The Debtors extended the Voting Deadline for ballot submitted by Nicholas Denton to December 6, 2016.

8. All valid ballots cast by holders entitled to vote in the Voting Classes and received by Prime Clerk on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

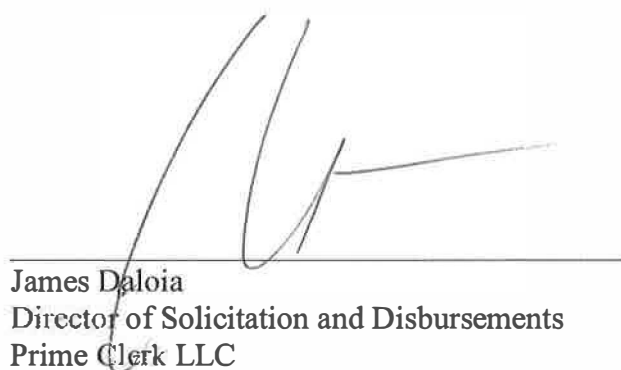
9. The final tabulation of votes cast by timely and properly completed ballots received by Prime Clerk is attached hereto as **Exhibit A**.

10. A report of all ballots included in the final tabulation prepared by Prime Clerk is attached hereto as **Exhibit B**.

11. A report of all ballots excluded from the final tabulation prepared by Prime Clerk, and the reasons for exclusion of such ballots, is attached hereto as **Exhibit C**.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true and correct.

Dated: December 6, 2016



James Daloia
Director of Solicitation and Disbursements
Prime Clerk LLC